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Attorneys for Defendants

**UNITED STATES DISTRICT COURT
DISTRICT OF NEVADA**

NAT COOPER AND ANN COOPER,

Plaintiffs,

v.

OPPENHEIMERFUNDS INC.,
OPPENHEIMERFUNDS DISTRIBUTOR,
INC., AND DOES 1-10 AND ROES 1-10,
INCLUSIVELY

Defendants.

CASE NO.:

NOTICE OF REMOVAL

NOTICE OF REMOVAL

PLEASE TAKE NOTICE that defendants OppenheimerFunds, Inc. ("OFI") and OppenheimerFunds Distributor, Inc. ("OFDI") (collectively "Defendants") hereby remove this action pursuant to 28 U.S.C. §§1332, 1441 and 1446 from the District Court, Clark County, Nevada to the United States District Court for the District of Nevada, Southern Division, and respectfully state as follows:

1. This action was commenced on September 13, 2011, in the Clark County District Court, Nevada, by the filing of a complaint captioned *Nat Cooper and Ann Cooper v. OppenheimerFunds, Inc., et al.*, Case A11648214 (the "Action").

2. On October 26, 2011, Defendants received a copy of the Complaint. A true and correct copy of the Complaint is attached hereto as Exhibit 1.

3. This case is properly removed to this Court pursuant to 28 U.S.C. §§ 1332, 1441, and 1446 because: (1) Defendants have satisfied the procedural requirements for removal; and (2) the Court has subject matter jurisdiction over this action pursuant to 28 U.S.C. § 1332.

**DEFENDANTS HAVE SATISFIED THE PROCEDURAL
REQUIREMENTS FOR REMOVAL**

4. This Notice of Removal is timely filed pursuant to 28 U.S.C. § 1446(b) because it is filed within thirty (30) days after receipt by Defendants of a copy of the Complaint.

5. OFI and OFDI consent to removal.

6. This Court is the proper venue for this action because it is the “district and division embracing the place where such action is pending.” 28 U.S.C. § 1441(a).

7. No previous application has been made for the relief requested herein.

8. Pursuant to 28 U.S.C. § 1446(d), a copy of this Notice of Removal is being served upon counsel for Plaintiffs, and a copy will be filed with the District Court, Clark County, Nevada.

**THIS COURT HAS SUBJECT MATTER
JURISDICTION PURSUANT TO 28 U.S.C. §§ 1332 AND 1441**

9. This Court has subject matter jurisdiction pursuant to 28 U.S.C. § 1332 because this is a civil action between citizens of different states and the amount in controversy exceeds the sum of \$75,000, exclusive of costs and interest.

There Is Complete Diversity of Citizenship

10. There is complete diversity of citizenship between Plaintiffs, citizens of Nevada, and the Defendants, citizens of Colorado and New York.

11. According to the Complaint, both Nat and Ann Cooper are individuals who at all relevant times resided in Las Vegas, Nevada. Compl. ¶¶ 1, 2. Accordingly, upon information and belief, Plaintiffs are citizens of Nevada. *See* 28 U.S.C. § 1332.

12. OFI is, and was at the time Plaintiffs commenced the Action, a corporation organized under the laws of the State of Colorado with its principal place of business at 2 World

1 Financial Center, 225 Liberty Street, 11th Floor, New York, New York.¹ Therefore, OFI is a
 2 citizen of Colorado and New York. *See* 28 U.S.C. § 1332(c)(1).

3 13. OFDI is, and was at the time Plaintiffs commenced the Action, a corporation
 4 organized under the laws of the State of New York with its principal place of business at 2 World
 5 Financial Center, 225 Liberty Street, 11th Floor, New York, New York. Compl. ¶ 4. Therefore,
 6 OFDI is a citizen of New York. *See* 28 U.S.C. § 1332(c)(1).

7 14. Accordingly, there is complete diversity between Plaintiffs and Defendants.

8 **The Amount In Controversy Exceeds \$75,000**

9 15. The amount in controversy exceeds \$75,000, exclusive of interest and costs.

10 16. In their Complaint, Plaintiffs allege that Defendants made misrepresentations
 11 regarding Oppenheimer Champion Income Fund (“Champion Fund”), a mutual fund in which
 12 Plaintiffs had invested. Compl. ¶ 11. Plaintiffs claim that they suffered financial harm as a result
 13 of Defendants’ alleged misconduct. *See, e.g.*, Compl. ¶¶ 33, 41, 48, 57.

14 17. The Complaint alleges that Plaintiffs suffered losses of \$108,000. Compl. ¶¶ 30,
 15 33.² Plaintiffs’ annual account statement for the year 2008, which is attached hereto as Exhibit 2,
 16 confirms that the value of their Champion Fund shares declined by more than \$75,000 in 2008.³

17 18. Plaintiffs seek compensatory damages and attorneys’ fees under each of the three
 18 causes of action that they have alleged. Moreover, Plaintiffs allege that Defendants acted
 19 “intentionally and fraudulently” and, therefore, they seek punitive damages under their claims for
 20 fraud and negligent misrepresentation. Compl. ¶¶ 37, 49; Pg. 13 (1-4). Plaintiffs allege that they

21 ¹ Plaintiffs mistakenly allege in their Complaint that OFI is a New York corporation.
 22 Compl. ¶ 3. However, even if Plaintiffs allegations were taken as true, there would still be
 23 complete diversity of citizenship between Plaintiffs, citizens of Nevada, and Defendants, citizens
 of New York.

24 ² Plaintiffs’ request for monetary relief “in excess of \$10,000.00” is consistent with the
 25 pleading requirement of Nevada Rule of Civil Procedure 8(a) which provides that “[w]here a
 claimant seeks damages of more than \$10,000, the demand shall be for damages ‘in excess of
 \$10,000’ without further specification of amount.”

26 ³ Plaintiffs account application, attached hereto as Exhibit 3, demonstrates that Plaintiffs’
 27 account is held jointly. Therefore the amount in controversy should be examined for them both
 28 collectively, rather than individually. *See, e.g., Eagle v. American Tel. & Tel. Co.*, 769 F.2d 541,
 546 (9th Cir. 1985) (claims are properly aggregated for determining amount in controversy if they
 are derived from rights plaintiffs hold in group status).

1 are entitled to “enhanced damages” under their claim for relief under N.R.S § 598.092, *et seq.*
 2 *See* Compl. ¶ 41.

3 19. In light of Plaintiffs’ claimed losses of \$108,000 and their requests for punitive
 4 damages, enhanced damages, and attorneys’ fees, the amount in controversy exceeds \$75,000.
 5 *See Lewis v. Verizon Communs., Inc.*, 627 F.3d 395, 400 (9th Cir. 2010); *Guglielmino v. McKee*
 6 *Foods Corp.*, 506 F.3d 696, 699 (9th Cir. 2007) (where complaint on its face alleges amount in
 7 controversy sufficient to meet jurisdictional minimum, requirement is presumptively satisfied
 8 unless it is a “legal certainty” that plaintiff cannot recover that amount); *id.* at 700 (attorneys’ fees
 9 properly considered when determining amount in controversy); *Coleman v. Assurant, Inc.*, 463 F.
 10 Supp. 2d 1164, 1168 (D. Nev. 2006) (“It is well established that punitive damages are part of the
 11 amount in controversy in a civil action.”).

12 20. Accordingly, this Court has jurisdiction over this action pursuant to 28 U.S.C.
 13 §1332 and the case may be removed pursuant to 28 U.S.C. § 1441.

14 WHEREFORE, defendants OppenheimerFunds, Inc. and Oppenheimer Funds Distributor,
 15 Inc. remove this action from the District Court of Clark County, Nevada to this Court pursuant to
 16 28 U.S.C. § 1441.

17 DATED this 22nd day of November, 2011.

18 **BROWNSTEIN HYATT FARBER SCHRECK, LLP**

19
 20 By: /s/ Adam K. Bult, Esq.

21 100 North City Parkway, Suite 1600
 22 Las Vegas, Nevada 89106
 23 Telephone: 702.382.2101
 24 Facsimile: 702.382.8135
 25 Email: abult@bhfs.com
 26 *Attorneys for Defendants*
 27
 28

BROWNSTEIN HYATT FARBER SCHRECK, LLP
 100 NORTH CITY PARKWAY, SUITE 1600
 LAS VEGAS, NV 89106
 (702) 382-2101

CERTIFICATE OF SERVICE

Pursuant to Fed.R.Civ.P.5(b), and Section IV of District of Nevada Electronic Filing Procedures, I certify that I am an employee of BROWNSTEIN HYATT FARBER SCHRECK, LLP, and that the foregoing **NOTICE OF REMOVAL** was served via U.S. Mail, postage prepaid, on the date and to the address shown below:

David Liebrader, Esq.
THE LAW OFFICES OF DAVID LIEBRADER, APC
601 S. Rancho Dr., Suite D-29
Las Vegas, NV 89106
Attorneys for Plaintiffs

DATED this 22nd day of November, 2011.

/s/ Paula Kay
an employee of Brownstein Hyatt Farber Schreck, LLP

BROWNSTEIN HYATT FARBER SCHRECK, LLP
100 NORTH CITY PARKWAY, SUITE 1600
LAS VEGAS, NV 89106
(702) 382-2101

EXHIBIT 1

SUMM
DAVID LIEBRADER, ESQ.
STATE BAR NO. 5048
THE LAW OFFICES OF DAVID LIEBRADER, INC.
601 S. RANCHO DR. STE. D-29
LAS VEGAS, NV 89106
(702) 380-3131
Attorney for Plaintiff

DISTRICT COURT
CLARK COUNTY, NEVADA

IN THE MATTER BETWEEN)

Nat Cooper and Ann Cooper)

PLAINTIFFS,)

v.)

Oppenheimer Funds, Inc., a New York corporation,)
Oppenheimer Funds Distributor Inc., a New York)
corporation, LLC and DOES 1-10 and ROES 1-10,)
inclusively)

DEFENDANTS)

Case No: A-11-648214

Dept No.: 8

SUMMONS

SUMMONS- CIVIL

**NOTICE! YOU HAVE BEEN SUED. THE COURT MAY DECIDE AGAINST YOU
WITHOUT YOUR BEING HEARD UNLESS YOU RESPOND WITHIN 20 DAYS.
READ THE INFORMATION BELOW.**

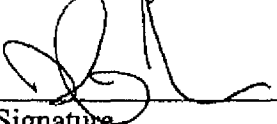
TO THE DEFENDANTS: A civil complaint has been filed by the Plaintiff against you for the relief set forth in the complaint.

1. If you intend to defend the lawsuit, within 20 days after this summons is served on

you, exclusive of the day of service, you must do the following:

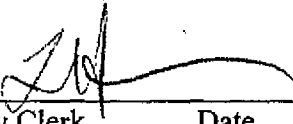
- a. File with the Clerk of this Court, whose address is shown below, a formal written response to the Complaint in accordance with the rules of the Court, with the appropriate filing fee.
 - b. Serve a copy of your response upon the attorney whose name and address is shown below.
2. Unless you respond your default will be entered upon application of the Plaintiff and this court may enter a judgment against you for the relief demanded in the complaint, which could result in the taking of money or property or other relief requested in the Complaint.
 3. If you intend to seek the advice of an attorney in this matter, you should do so promptly so that your response may be filed on time.
 4. The State of Nevada, its political subdivisions, agencies, officers, employees, board members, commission members and legislators each have 45 days after service of this Summons within which to file an Answer or other responsive pleading to the Complaint.

Submitted by:



Signature
David Liebrader
601 S. Rancho Dr. Ste D-29
Las Vegas, NV 89106
(702) 380-3131
Attorney for Plaintiff

Clerk of the Court

By:  **OCT 21 2011**

Deputy Clerk Date
Clark County Courthouse
200 Lewis Ave.
Las Vegas, NV 89155 **LOVIE HAWKINS**

Note: When service is by publication, add a brief statement of the object of the action. See Nevada Rules of Civil Procedure 4(b)

1 COMP
2 DAVID LIEBRADER, ESQ.
3 STATE BAR NO. 5048
4 THE LAW OFFICES OF DAVID LIEBRADER, APC
5 601 S. RANCHO DR. STE. D-29
6 LAS VEGAS, NV 89106
7 PH: (702) 380-3131
8 FX: (702) 380-3102
9 Attorney for Plaintiffs

6 DISTRICT COURT
CLARK COUNTY, NEVADA

7 IN THE MATTER BETWEEN)

Case No. A-11-648214

8 Nat Cooper and Ann Cooper)

Dept.: B

9 PLAINTIFFS,)

COMPLAINT FOR DAMAGES

10 v.)

11 Oppenheimer Funds, Inc., a New York corporation,)
12 Oppenheimer Funds Distributor Inc., a New York)
13 corporation, LLC and DOES 1-10 and ROES 1-10,)
inclusively)

14 DEFENDANTS)

15 COME NOW, Plaintiffs Nat and Ann Cooper through counsel, The Law Office of David
16 Liebrader, Inc. and allege and aver as follows:

17 INTRODUCTION

18 THE PARTIES

- 19
- 20 1. Plaintiff Nat Cooper (hereinafter Mr. Cooper or "Plaintiff") is an individual who at all
21 times relevant resided in Las Vegas, Nevada.
 - 22 2. Plaintiff Ann Cooper (hereinafter Mrs. Cooper or "Plaintiff") is an individual who at
23 all times relevant resided in Las Vegas, Nevada.
 - 24 3. Defendant Oppenheimer Funds Inc. (hereinafter "Defendant" or "OFI") is a New York
25 corporation with its principal place of business at 2 World Financial Center 225
26

1 Liberty St. 11th floor N.Y., N.Y. OFI was the manager and investment advisor of the
2 Oppenheimer Champion Income Fund (hereinafter the "Fund" or the "Champion
3 Income Fund") and handled the day-to-day management of the Fund at all times
4 relevant. OFI earned a fee for its management of the Fund.

- 5 4. Defendant Oppenheimer Funds Distributors, Inc. (hereinafter "Defendant" or "OFDI")
6 is a New York Corporation with its principal place of business at 2 World Financial
7 Center 225 Liberty St. 11th floor N.Y., N.Y. OFDI is a subsidiary of OFI and was the
8 principal underwriter and distributor of the Champion Income Fund at all times
9 relevant. OFDI and OFI are sometimes collectively referred to as "Oppenheimer".
10

11 **Jurisdiction and Venue**

- 12 5. Venue is proper in the Clark County District Court as the Defendants did business in
13 this district, sold investment products in this district, and transactions at issue took
14 place in this district.

15 **Fact Common to All Counts**

- 16 6. The Oppenheimer Champion Income Fund is an open-ended management investment
17 company registered with the Securities and Exchange Commission. The Fund sold
18 five classes of shares, including Class A,B,C,N, and Y.
19 7. The Fund has no employees. Instead, it is managed by an investment manager (in this
20 case, OFI) under a management contract that is approved by the Fund's Board of
21 Trustees. In return, OFI provides employees to act as the Fund's officers and manage
22 the fund.
23 8. OFI is responsible for making all day-to-day investment decisions for the Fund,
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including decisions as to what assets the Fund will investment in.

9. OFDI is the principal underwriter and distributor of the Fund's shares. OFDI typically has selling arrangements with securities broker-dealers who then sell the Fund to investors. OFDI helped draft the public offering and registration documents and other marketing materials sent to the investing public.
10. The Plaintiffs each purchased Class A Shares (symbol "OPCHX") of the Champion Income Fund through a broker dealer.
11. OFI and OFDI substantially misrepresented the highly speculative nature of the Champion Income Fund. The risks of this Fund were materially misrepresented to the investing public, including the Plaintiffs.
12. In 2008, the value of the Fund's shares dropped approximately 80 percent, with staggering losses of nearly 55% in the month of November 2008 alone. As the value of these shares fell, so did the value of the Plaintiffs' investment in the Fund.
13. The Champion Income Fund was portrayed by the Defendants as a relatively safe bond mutual fund that did not involve "undue risk." For example, the August 7, 2006 prospectus states:

WHAT ARE THE FUND'S INVESTMENT OBJECTIVES? The Fund's primary objective is to seek a high level of current income by investing mainly in a **diversified portfolio** of high-yield, lower-grade, fixed-income securities that the Fund's investment manager, Oppenheimer Funds Inc. (the "Manager") believes **do not involve undue risk**. The Fund's secondary objective is to seek capital growth when consistent with its primary objective.

1
2 ***

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4 WHO IS THE FUND DESIGNED FOR? The Fund is designed primarily for investors
5 seeking high current income from a fund that invests mainly in lower-grade domestic
6 and foreign fixed-income debt securities. Those investors should be willing to assume
7 the greater risks of short-term share price fluctuations that are typical for a fund that
8 invests mainly in high-yield domestic and foreign fixed-income debt securities, which
9 also have special credit risks. Since the Fund's income level will fluctuate, it is not
10 designed for investors needing an assured level of current income. The Fund is
11 intended to be a long-term investment and **may be appropriate as a part of a**
12 **retirement plan portfolio.** The Fund is not a complete investment program.

13
14 See August 7, 2006 Prospectus (emphasis added).

- 15
16 14. Similar representations were made in the prospectuses as far back as January 2001 and
17 up through and including January 2008. The prospectuses make no disclosures that
18 this Fund was dramatically riskier than the peer group of high yield bond mutual
19 funds.
- 20 15. The Defendants portrayed the Fund to be a conservative or safe bond fund. As an
21 example, other conservative Oppenheimer funds held substantial positions in the
22 Champion Income Fund. As of December 31, 2007, the Oppenheimer Conservative
23 Investor Fund had approximately 11% of its internal holdings invested in the
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1 Champion Income Fund.

2 16. OFI and OFDI portrayed high-yield fixed-income mutual funds to be relatively safe to
3 the investing public. For example, in an Oppenheimer brochure entitled "Saving for
4 Retirement: How to Make the Most of Your Company's Plan" dated February 21,
5 2005, Oppenheimer compared high-yield fixed-income mutual funds to other equity-
6 based mutual funds. Page 13 of this article presents a chart showing the relative
7 degrees of risk in a mutual fund – from cash as being the most conservative to global
8 and international equity mutual funds being the most aggressive and riskiest mutual
9 funds. The chart shows that Oppenheimer considers high-yield fixed-income mutual
10 funds to be less aggressive and more conservative than any equity mutual funds.

11 17. The Champion Income Fund was anything but safe, and any representations to the
12 contrary made by the Defendants were false.

13 18. The Defendants failed to accurately represent the risks and characteristics of the
14 Champion Income Fund and misled investors, including the Plaintiffs.

15 19. The representations made by the Defendants were false and misleading for a number
16 of reasons:

17
18 a) The Fund pursued risky trading strategies beginning in late 2006 when
19 Defendant's agents and employees started concentrating the Fund's assets in
20 speculative mortgage-backed securities and derivative investments;

21 b) The Fund's strategy created an undue amount of risk and did not adequately
22 disclose the illiquid nature of these derivatives and mortgage-backed securities;

23 c) The Fund failed to disclose the extent to which the assets in the Fund were
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1 exposed to leverage, thereby increasing the risk;

2 d) The Fund failed to disclose the risks related to concentrating the Fund's assets
3 in one particular industry or in one type of investment; and

4 e) The Fund did not identify the tranches of the derivatives being purchased by
5 the Fund and failed to address the significantly different risks and characteristics of
6 lower-level tranches as compared to higher-level tranches.

7
8 20. The Fund's new trading strategy beginning at the end of 2006 and continuing through
9 the end of 2008 gambled on these derivatives and mortgage-backed securities but the
10 Defendants failed to adequately inform investors of this new strategy. The Defendants
11 failed to inform the Plaintiffs and other investors that this new trading strategy was
12 dramatically riskier than those previously used.

13 21. As part of this new strategy, the Fund began investing in total-return swaps. Total-
14 return swaps are highly illiquid, speculative and complex agreements between parties
15 to exchange cash flows in the future bases on how a set of securities performs.
16 Specifically, the Fund was betting that top-rated commercial mortgage-backed
17 securities would rally in 2008. The Fund gambled on these total-return swaps and lost.

18 22. In addition to investing in total-return swaps as part of this new trading strategy, the
19 Champion Income Fund was also concentrated in credit-default swaps ("CDSs").
20 CDSs are similar to insurance contracts that protect investors against bond and loan
21 defaults (or other specified credit events like bankruptcy or restructuring). In
22 exchange for being responsible to pay out for such issues, CDS sellers receive a stream
23 of interest payments from the CDS buyers. It is not necessary for the buyer to own the
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1 underlying credit instrument to buy these CDSs. **The CDSs in the Champion**
2 **Income Fund declined \$238 million through September 2008 alone**, adversely
3 impacting thousands of investors who had invested in the Fund not knowing the extent
4 of the high-risk, inappropriate gamble taken by the Defendants.

5 23. Selling CDSs is extremely risky and speculative when insuring companies are already
6 struggling with credit problems. Through at least September 2008, the Fund was
7 selling CDSs on troubled companies including Lehman Brothers Holdings Inc.,
8 American International Group Inc., General Motors Corp. and newspaper company
9 Tribune Co. Many of these firms have collapsed, filed for bankruptcy, or otherwise
10 had problems leaving holds of the Fund financially devastated. The risks of these
11 securities were well known to the Fund managers prior to the Fund meltdown
12 occurring but the extent of this risk was not adequately disclosed to the Plaintiffs.

13 24. While the Champion Income Fund can invest in derivatives, the Fund took a massive
14 bet in some of the riskiest derivative tranches available. These risks were not
15 adequately disclosed to purchasers in any other manner than cursory, boilerplate
16 disclosures. No specific detailed risk disclosures were provided. These derivatives
17 added leverage to the Fund because they allowed the Fund to bet on more securities
18 than they actually hold in the portfolio. This exacerbated losses when the Fund was
19 already declining. The risks of the Fund made it much more similar to a hedge fund
20 than the conservative high income fund it was portrayed to clients in offering and
21 marketing materials.

22 25. The Champion Income Fund also increased its gamble on falling mortgage related
23 bonds in 2008. For example, mortgage securities tied to Washington Mutual Inc. with
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1 a \$9 million principal value were valued at only \$3 million at the end of September
2 2008. A set of five Freddie Mac mortgage-backed securities with a combined
3 principal amount of \$20 million were valued at just \$2.5 million. As defaults
4 continued to rise, the mortgage related holding plummeted. While this sort of sector
5 bet might be appropriate for a sector fund or hedge fund, the Champion Income Fund
6 was not meant to be a sector or hedge fund and was represented to investors as an
7 appropriate investment for conservative investors.

- 8 26. The Fund's trading strategy exacerbated its losses when it made a sector bet in
9 struggling Wall Street brokerage firms. For example, the Fund purchased Lehman
10 Brothers bonds between June 1, 2008 and September 30, 2008 with \$29 million in
11 principal value. Lehman Brothers filed for Chapter 11 bankruptcy-court protection in
12 mid-September 2008, and those bonds fell to just \$144,000. The fund also added
13 Morgan Stanley bonds with \$13 million in principal during that period. The bonds
14 were valued at approximately \$8.3 million by the end of September 2008. These
15 investments may have been appropriate for a financial sector fund or aggressive
16 growth fund but not for what was portrayed as a conservative bond fund.
- 17 30. Plaintiffs initially invested in the 1990s. In October 2006, the High Yield Fund was
18 merged into the Champion Income Fund , and thus Plaintiffs' shares were converted
19 to the Champion Income Fund. In addition, Plaintiffs reinvested their dividends and as
20 a result purchased additional shares throughout this time period. At the end of
21 December 2008 Plaintiffs held 13,890 shares which were valued at \$23, 614
22 representing a loss of over \$108,000.
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31. Based on the information provided by Oppenheimer Plaintiffs believed that there was minimal risk in the Champion Income Fund.

33. As a result of the losses in the Champion Income Fund, Plaintiff has suffered losses of approximately \$108,000.

COUNT I – VIOLATION OF N.R.S. §598.092 Et Seq.

DECEPTIVE TRADE PRACTICES

34. Plaintiffs restate and reallege paragraphs 1 through 33 as though fully stated herein as paragraph 34.

35. NRS § 598.092 states: "Deceptive trade practice" defined:

A person engages in a "deceptive trade practice" when in the course of his business or occupation he:

(5) Advertises or offers an opportunity for investment and:

(a) Represents that the investment is guaranteed, secured or protected in a manner which he knows or has reason to know, is false or misleading;

(b) Represents that the investment will earn a rate of return which he knows or has reasons to know is false or misleading;

(c) **Makes any untrue statement of a material fact or omits to state a material fact which is necessary to make another statement, considering the circumstances under which it is made, not misleading;**

(d) Fails to maintain adequate records so that an investor may determine how his money is invested;

(e) Fails to provide information to an investor after a reasonable request for information concerning his investment;

(f) Fails to comply with any law or regulation for the marketing of securities or other investments

NRS § 598.092 [emphasis added.]

36. Defendants used deception, false promises, and misrepresentations to hide the full risks of the Champion Income Fund.

37. Defendants intentionally and fraudulently concealed that the level of risk and speculative nature of the derivatives and mortgage backed securities in which the Champion Income Fund was concentrated in.

38. The false and fraudulent statements regarding the risks and characteristics of the Champion Income Fund constituted a deceptive act or practice pursuant to the Deceptive Trade Practices Act.

39. The aforesaid course of conduct of the Defendants arose out the Plaintiff's dealings with Defendants in pursuit of financial security, and as such, was involved in trade or commerce.

40. It was the intention of the Defendants that the Plaintiff rely on these false statements and representations.

41. As a direct and proximate result of Defendants' fraudulent course of conduct, the Plaintiff suffered financial damage in an amount in excess of \$10,000 plus loss of interest. As elderly Plaintiffs they are also entitled to enhanced damages and attorney's fees as provided by statute.

COUNT II – Common Law Fraud

42. Plaintiffs restate and reallege paragraphs 1 through 41 as through fully stated herein as paragraph 42.
43. The Defendants misrepresented the level of risk associated with the Champion Income Fund by portraying the Fund as not having “undue risk”, by representing that it would be “appropriate as a part of the retirement plan portfolio”, and by representing the Fund as being well-diversified.
44. In fact, the Fund was extraordinarily risky and lost approximately 80% of its value in less than one year.
45. The Defendants knew the aforesaid statements were false at the time they were made to Plaintiff.
46. The Defendants made the false statements with intent to induce the Plaintiff to invest money in the Champion Income Fund and to keep the money invested in the Fund as the Fund took on excessive risk.
47. The Plaintiffs relied on the truth of the statements made by Defendants when they initially invested in the Fund, when they continued to stay invested in the Fund, and when they made subsequent investments in the Fund.
48. As a result of the reliance on the aforesaid false statements, the Plaintiffs suffered financial loss.
49. Furthermore, Defendants conduct was willful and malicious and a violation of trust and confidence.

COUNT III – Negligent Misrepresentation

50. Plaintiffs restate and reallege paragraphs 1 through 49 as though fully stated herein as paragraph 50.

51. The Defendants are in the business of supplying information in that they provide information (albeit, incomplete and misleading information) to investors to make decisions about the funds that they are purchasing.

52. The Defendants had a duty to supply accurate information to the Plaintiff about the risks and characteristics of the Champion Income Fund.

53. The Defendants failed that duty to supply accurate information and misrepresented the level or risk associated with the Champion Income Fund by portraying the Fund as not having “undue risk”, by representing that it would be “appropriate as a part of a retirement plan portfolio”, and by representing the Fund as being well-diversified.

54. The aforementioned statements were false and misleading.

55. The Defendants made the false statements with the intent to induce the Plaintiffs to invest money in the Champion Income Fund and to keep the money invested in the Fund as the Fund took on excessive risk.

56. The Plaintiffs relied on the truth of the statements made by Defendants when they initially invested in the Fund, and when they continued to stay invested in the Fund and when they made subsequent investments in the Fund.

57. As a direct and proximate result of the reliance on the aforesaid false statements, the Plaintiffs suffered financial loss.

///

FIRST CLAIM FOR RELIEF

WHEREFORE, Plaintiffs pray for relief as follows:

1. Damages in excess of \$10,000.00;
2. Attorneys' fees and costs;
3. Enhanced damages; and
4. Such other and further relief as the Court deems just and proper

SECOND CLAIM FOR RELIEF

WHEREFORE, Plaintiffs pray for relief as follows:

1. Damages in excess of \$10,000.00;
2. Punitive damages in an amount to be proven at trial;
3. Attorneys' fees and costs; and
4. Such other and further relief as the Court deems just and proper

THIRD CLAIM FOR RELIEF

WHEREFORE, Plaintiffs pray for relief as follows:

1. Damages in excess of \$10,000.00;
2. Punitive damages in an amount to be proven at trial;
3. Attorneys' fees and costs; and
4. Such other and further relief as the Court deems just and proper

The Plaintiffs hereby request a trial by jury.

Dated: September 13, 2011 Respectfully submitted,

The Law Office of David Liebrader, Inc.

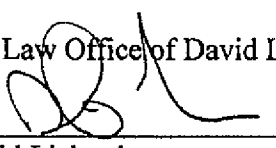
By: 
David Liebrader
Attorney for Plaintiffs

EXHIBIT 2


OppenheimerFunds®

The Right Way to Invest

Annual Statement

Statement Period: January 01, 2008 - December 31, 2008

Page 1 of 4

Your Financial Advisor:

ELIZABETH A MEINHOLD
MML INVESTORS SERVICES INC
10100 W CHARLESTON BLVD STE 250
LAS VEGAS, NV 89135-5006
(702) 791-0200

NAT COOPER &
ANN M COOPER
JT TEN WROS NOT TC
237 LOGANSBERRY LN
LAS VEGAS NV 89145-4739

Total Portfolio Value

Market Value on December 31, 2008

\$67,694.30

Visit us online at www.oppenheimerfunds.com


24-hour automated service: 1-800-CALL-OPP (225-5677)

Year-to-Date Portfolio Summary

<u>Portfolio Type</u>	<u>Market Value on January 1, 2008</u>	<u>Additions</u>	<u>Withdrawals</u>	<u>Change in Value/Earnings*</u>	<u>Market Value on December 31, 2008</u>
Non-Retirement	\$166,319.53	+ \$0.00	- \$0.00	- \$98,625.23	= \$67,694.30
Total	\$166,319.53	+ \$0.00	- \$0.00	- \$98,625.23	= \$67,694.30

* Does not include year-to-date dividends and/or capital gains paid in cash (not reinvested) totaling: \$6,277.70

Year-to-Date Summary of Accounts

<u>Account Number</u>	<u>Oppenheimer Fund Name & Class</u>	<u>Market Value on January 1, 2008</u>	<u>Market Value on December 31, 2008</u>	<u>Percentage of Total Portfolio</u>	<u>Fund Category</u>
Non-Retirement					
REDACTED 6166	Champion Income Fund A	\$116,840.57	\$23,613.72	35%	Taxable Bond
4712	Rochester National Municipals A	\$9,775.29	\$4,995.70	7%	Municipal Bond
6480	Limited-Term Government Fund A	\$6,140.86	\$5,751.64	8%	Taxable Bond
1965	International Bond Fund A	\$33,562.81	\$33,333.24	50%	Taxable Bond
				100%	

OppenheimerFunds News

IMPORTANT Please retain this 2008 annual account statement for your records. You will generally not receive a Form 1099-DIV if you have a retirement account, or if your account earned less than \$10.00 in dividends in 2008.


OppenheimerFunds®

The Right Way to Invest

Annual Statement

Statement Period: January 01, 2008 - December 31, 2008

Page 2 of 4

OppenheimerFunds Account Detail - Non-Retirement

Oppenheimer Champion Income Fund Class A

Account Number REDACTED 6166
Account Registration NAT COOPER & ANN M COOPER JT TEN WROS
Fund Symbol NOT TC
Fund Category OPCHX
Taxable Bond

Value on December 31, 2008

Market Value \$23,613.72
Shares Owned 13,890.421
Share Price \$1.70

Year-To-Date Summary

Dividends \$7,991.11

Year-to-Date Transaction Detail

Transaction Date	Transaction Description	Dollar Amount	Share Price	Number of Shares	Ending Share Balance
01/31/08	Dividend Paid in Cash	\$727.12	\$8.54		13,157.722
02/29/08	Dividend Paid in Cash	\$707.80	\$8.00		13,157.722
03/31/08	Dividend Paid in Cash	\$689.40	\$7.91		13,157.722
04/30/08	Dividend Paid in Cash	\$680.75	\$8.51		13,157.722
05/30/08	Dividend Paid in Cash	\$679.90	\$8.63		13,157.722
06/30/08	Dividend Paid in Cash	\$676.84	\$8.12		13,157.722
07/31/08	Dividend Paid in Cash	\$715.62	\$7.73		13,157.722
08/29/08	Dividend Paid in Cash	\$741.20	\$7.51		13,157.722
09/30/08	Dividend Paid in Cash	\$659.07	\$6.26		13,157.722
10/31/08	Dividend Reinvested	\$796.57	\$3.95	+201.663	13,359.385
11/28/08	Dividend Reinvested	\$565.50	\$1.75	+323.143	13,682.528
12/30/08	Dividend Reinvested	\$351.34	\$1.69	+207.893	13,890.421

Oppenheimer Rochester National Municipals Class A

Account Number REDACTED 4712
Account Registration NAT COOPER & ANN M COOPER JT TEN WROS
Fund Symbol NOT TC
Fund Category ORNAX
Municipal Bond

Value on December 31, 2008

Market Value \$4,995.70
Shares Owned 971.927
Share Price \$5.14

Year-To-Date Summary

Dividends \$628.88

Year-to-Date Transaction Detail

Transaction Date	Transaction Description	Dollar Amount	Share Price	Number of Shares	Ending Share Balance
01/22/08	Dividend Reinvested	\$50.12	\$11.08	+4.523	898.877
02/26/08	Dividend Reinvested	\$50.35	\$10.06	+5.005	903.882
03/25/08	Dividend Reinvested	\$50.64	\$9.45	+5.359	909.241
04/22/08	Dividend Reinvested	\$50.96	\$9.56	+5.331	914.572
05/27/08	Dividend Reinvested	\$52.15	\$9.64	+5.410	919.982
06/24/08	Dividend Reinvested	\$52.40	\$9.24	+5.671	925.653
07/22/08	Dividend Reinvested	\$52.69	\$8.86	+5.947	931.600
08/26/08	Dividend Reinvested	\$53.15	\$9.04	+5.879	937.479
09/23/08	Dividend Reinvested	\$53.47	\$8.39	+6.373	943.852
10/28/08	Dividend Reinvested	\$53.85	\$6.35	+8.480	952.332
11/25/08	Dividend Reinvested	\$54.32	\$6.05	+8.979	961.311
12/30/08	Dividend Reinvested	\$54.78	\$5.16	+10.616	971.927

Taxable income may be distributed by your Oppenheimer Municipal Fund. If the amount of taxable income is greater than \$10.00, the amount will be reported to you and to the IRS on Form 1099-DIV. Form 1099-DIV will be mailed to you in January.


OppenheimerFunds®

The Right Way to Invest

Annual Statement

Statement Period: January 01, 2008 - December 31, 2008

Page 3 of 4

OppenheimerFunds Account Detail - Non-Retirement (continued)

Oppenheimer Limited-Term Government Fund Class A

Account Number REDACTED 6480
Account Registration NAT COOPER & ANN M COOPER JT TEN WROS
NOT TC
Fund Symbol OPGVX
Fund Category Taxable Bond

Value on December 31, 2008

Market Value \$5,751.64
Shares Owned 646.252
Share Price \$8.90

Year-To-Date Summary

Dividends \$296.19

Year-to-Date Transaction Detail

Transaction Date	Transaction Description	Dollar Amount	Share Price	Number of Shares	Ending Share Balance
01/31/08	Dividend Reinvested	\$23.50	\$10.00	+2.350	617.667
02/29/08	Dividend Reinvested	\$25.21	\$9.90	+2.546	620.213
03/31/08	Dividend Reinvested	\$23.57	\$9.84	+2.395	622.608
04/30/08	Dividend Reinvested	\$24.25	\$9.90	+2.449	625.057
05/30/08	Dividend Reinvested	\$26.17	\$9.88	+2.649	627.706
06/30/08	Dividend Reinvested	\$24.67	\$9.80	+2.517	630.223
07/31/08	Dividend Reinvested	\$25.85	\$9.69	+2.668	632.891
08/29/08	Dividend Reinvested	\$26.64	\$9.62	+2.769	635.660
09/30/08	Dividend Reinvested	\$24.51	\$9.52	+2.575	638.235
10/31/08	Dividend Reinvested	\$25.92	\$9.25	+2.802	641.037
11/28/08	Dividend Reinvested	\$22.27	\$8.70	+2.560	643.597
12/30/08	Dividend Reinvested	\$23.63	\$8.90	+2.655	646.252

Oppenheimer International Bond Fund Class A

Account Number REDACTED 1965
Account Registration NAT COOPER & ANN M COOPER JT TEN WROS
NOT TC
Fund Symbol OIBAX
Fund Category Taxable Bond

Value on December 31, 2008

Market Value \$33,333.24
Shares Owned 5,630.615
Share Price \$5.92

Year-To-Date Summary

Dividends \$1,923.68
Short-term capital gains \$120.96
Long-term capital gains \$126.21

Year-to-Date Transaction Detail

Transaction Date	Transaction Description	Dollar Amount	Share Price	Number of Shares	Ending Share Balance
01/31/08	Dividend Reinvested	\$111.95	\$6.56	+17.066	5,294.238
02/29/08	Dividend Reinvested	\$112.66	\$6.69	+16.840	5,311.078
03/31/08	Dividend Reinvested	\$110.62	\$6.75	+16.388	5,327.466
04/30/08	Dividend Reinvested	\$115.68	\$6.63	+17.448	5,344.914
05/30/08	Dividend Reinvested	\$126.50	\$6.55	+19.313	5,364.227
06/30/08	Dividend Reinvested	\$115.24	\$6.47	+17.811	5,382.038
07/31/08	Dividend Reinvested	\$123.44	\$6.48	+19.049	5,401.087
08/29/08	Dividend Reinvested	\$123.39	\$6.31	+19.555	5,420.642
09/30/08	Dividend Reinvested	\$109.65	\$5.96	+18.398	5,439.040
10/31/08	Dividend Reinvested	\$120.37	\$5.54	+21.727	5,460.767
11/28/08	Dividend Reinvested	\$98.29	\$5.68	+17.305	5,478.072
12/30/08	Dividend Reinvested	\$655.89	\$5.92	+110.792	5,588.864
12/30/08	LT Cap Gain Reinvested	\$126.21	\$5.92	+21.319	5,610.183
12/30/08	ST Cap Gain Reinvested	\$120.96	\$5.92	+20.432	5,630.615

How to Contact Us

1.800.CALL OPP (225.5677)

24-hour automated information and transactions.

Fax 1.303.768.1500

To Add to Your Account By Check

To Add to Your Account by Check Write a check made payable to your fund (minimum \$50) and note your account number on the check. If available, include an investment coupon from a recent Confirmation of Fund Activity. Mail your check to:

Regular Mail

OppenheimerFunds Distributor, Inc.
P.O. Box 5270
Denver, CO 80217-5270

Overnight Delivery

OppenheimerFunds Distributor, Inc.
12100 E Iliff Avenue
Suite 300
Aurora, CO 80014-1250

www.oppenheimerfunds.com

Information you need right at your fingertips – Fund performance, fund documents, daily and historical fund prices and market commentary.

Log in to — Review your balance, transaction history, and account statements or to make a quick purchase, exchange or redemption.

Retirement Account Contributions

If your statement includes a Contribution Summary, please keep in mind that this does not represent a tax form. IRS Form 5498, mailed in May, contains final contributions for tax purposes. Please note, account details will not appear on this statement for prior year contributions unless the contribution was made between January 1 and April 15 of the current year. For details on these transactions, please refer to your last Annual Account Statement.

Sales Charge Information

You may be eligible for breakpoint discounts based on the size of your purchase, current holdings or future purchases. The sales charge you paid may differ slightly from the Prospectus disclosed rate due to rounding calculations. Please refer to the Prospectus or contact your financial advisor for further information.

OppenheimerFunds Services(OFS)

A division of OppenheimerFunds, Inc. confirms transactions in your account as agent for the fund and for your investment dealer.

For transactions which are purchases of shares, OFS acts as the agent for OppenheimerFunds Distributor, Inc. (OFDI), the distributor of the Fund, in issuing this statement. The distributor sold the shares to your dealer, and your dealer sold them to you. Your dealer acted as principal in the transaction and will receive as compensation that part of the sales charge, if any, that is set forth in the Fund's current prospectus. If you bought shares directly, through an agency transaction or through a broker, dealer or other intermediary, OFDI acted as agent in placing the trade.

Additional information about your Fund account may be found in the Fund's current prospectus, including information about how to redeem shares. Please consult your prospectus, or write or call us at the addresses and telephone numbers on this statement.

This account statement reflects a purchase, redemption or other financial transaction. Please review all of the information carefully to verify the accuracy of the transactions. You should promptly notify OppenheimerFunds Distributor, Inc. immediately if there is an error,

Glossary

Additions

The amount added to your account balance during the statement period. Includes purchases as well as transfers into your account, but does not include exchanges within a portfolio type (such as a portfolio of retirement accounts) in your Year-to-Date Portfolio Summary section.

Change in Value /Earnings

Reflects the fluctuations in share price during the defined period. This calculation also includes dividends and/or capital gains reinvested. For funds that do not accrue dividends daily, net asset value will generally decrease when dividends or capital gains are distributed from the fund.

MOP

Maximum offering price, which is calculated by dividing the fund's net asset value by one minus the maximum sales charge.

NAV

Net asset value or price per share of the fund. It represents the sum of the market values of all the securities held in a portfolio less expenses and divided by the number of shares outstanding.

Withdrawals

The amount withdrawn from your account balance during the statement period. Includes redemptions as well as transfers out of your account, but does not include exchanges within a portfolio type (such as a portfolio of retirement accounts) in your Year-to-Date Portfolio Summary section.

Fund or Ticker Symbol

Is a way to identify most securities. You can use it to look up a particular Oppenheimer fund in other financial resources.

Fund Category Descriptions

Global fund investments vary by fund, but these funds may invest in securities throughout the world, if permitted.

Growth funds invest in the stock of companies that are believed to have growth potential.

Value funds invest in stocks that are believed to have a higher potential value than reflected in the current share price.

Core funds generally seek either high total return or long-term capital appreciation while providing exposure to growth and/or value investments.

Hybrid/Specialty funds have investment objectives, methodologies, holdings and risks that vary.

Taxable Bond fund investments vary by fund, but these funds may invest in a broad range of corporate and government (both U.S. and, in some cases, foreign) debt obligations, if permitted.

Municipal Bond Funds generally invest in debt obligations of a state or municipality while seeking tax-exempt income.

Money Market funds generally invest in short-term, high quality debt instruments.

inaccuracy or discrepancy. You can make such report to OppenheimerFunds, Distributor, Inc. at 1.800.225.5677. Any oral report should also be re-confirmed in writing to OppenheimerFunds Distributor, Inc. P.O. Box 5270, Denver, CO 80217-5270. It is important that you report any discrepancy promptly to help protect your rights, including your rights under the Securities Investor Protection Act. If you do not notify us of an error within 60 days of receipt of this statement, you will be deemed to have ratified each transaction, and we may not be able to adjust your account.

This statement is only a record of the rights of the shareholder-of-record at the date of its issue. This statement is neither a negotiable instrument nor a security. Delivery of this statement confers no rights of the recipient.

OppenheimerFunds Distributor, Inc. is a member of SIPC. You may obtain information about SIPC, including the SIPC brochure, by contacting SIPC at 202.371.8300, or online at www.sipc.org.

For any written correspondence, please send to: OppenheimerFunds Services, P.O. Box 5270, Denver, CO 80217-5270.

EXHIBIT 3

REDACTED

REDACTED

Account Application

For non-retirement accounts

REDACTED

REDACTED



OppenheimerFunds /
The Right Way to Invest

REDACTED

Instructions

You must complete this Account Application to open a new mutual fund account. To open a retirement account, download the application at www.oppenheimerfunds.com or call us at 1.800.525.7048.

By completing this application, you will no longer need to complete a USA PATRIOT Act Supplemental Insert.

You should read the prospectus for each fund that you invest in. You can obtain a copy of the prospectus from your financial advisor or download it from our website, noted above.

When you have completed the application and signed it, please send it to us with a check made payable to OppenheimerFunds Distributor, Inc. The completed application and check should be sent to:

OppenheimerFunds Distributor, Inc.

Regular mail:

P.O. Box 5270
Denver, CO 80217-5270

Overnight mail:

10200 East Girard Avenue
Building D
Denver, CO 80231-5516

For the most current versions of any of our forms, visit www.oppenheimerfunds.com

If you have questions about how to complete this application or would like information on other services, please contact your financial advisor or call OppenheimerFunds at 1.800.525.7048.

Please print clearly in all CAPITAL LETTERS using black ink. Color in circles completely. For example: ● not ⊗ not ⊙

USA PATRIOT Act requirements

To help the government fight the funding of terrorism and money laundering activities, federal law requires all financial institutions to obtain, verify and record information that identifies each person who opens an account.

What this means for you: When you open an account, we need to capture certain information that allows us to verify your identity. The following information needs to be provided on this application for all individuals who will be the registered owner or co-owner of an account, acting pursuant to a Power of Attorney or will be signing on behalf of a legal entity that will own the account.

- Name and Date of Birth
- Residential/Street address (P.O. Box not accepted; APO/FPO addresses accepted)
- Social Security Number (SSN) or Tax Identification Number (TIN)
- We may also ask to see your driver's license or other identifying documents

If the registered owner of this account is a Trust, Corporation or other entity, please also provide:

- Corporate Resolution and certified copy of the Articles of Incorporation
- First and last pages of the Trust Agreement and the Trust date
- Partnership Agreement along with the date of organization

1 Financial Advisor Information

400327

Rep ID number

(52) *mk*

ELIZABETH A. MEINHOLD

First name, middle initial, last name

MML INVESTORS SERVICES

Registered firm name/Clearing firm name

Registered firm number/Clearing firm number

3770 HOWARD HUGHES PKWY #200

NASD branch address

LA VEGAS

City

(702) 396-2669

Phone number

Extension

MML Investors Services, Inc.

1414 Main Street

Springfield, MA 01144-1098

State

email@finsvcs.com

Email

Zip

200

MML

Y 19

AM 11:42

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ADVISORS SERVICES

REDACTED

Missing Information on Applications

Client Name _____

Address _____

Social Security # _____

Date of Birth _____

Place of Birth _____

Miscellaneous _____

Cumulative Value 157,118.95

(SEND TO FUND COMPANY)

REDACTED

B. Account held by a trust, corporation or other entity (continued)

REDACTED

Trustee or second authorized signer

First name, middle initial, last name

()

Home Phone Number

()

Daytime Phone Number

Residential street address

City

Social Security Number

Information about additional signers should be provided on a separate sheet.

State

Zip

Date of Birth (mm/dd/yyyy)

C. Transfer or Gift to a Minor (UTMA/UGMA)

Minor

First name, middle initial, last name

Social Security Number

We cannot accept a P.O. Box as a residential address; APO/FPO address accepted.

Residential street address

Date of Birth (mm/dd/yyyy)

City

State

Zip

Custodian

First name, middle initial, last name OM, OMrs, OM.

()

Home Phone Number

()

Daytime Phone Number

Residential street address

City

Social Security Number

State

Zip

Date of Birth (mm/dd/yyyy)

Successor custodian

First name, middle initial, last name

3 Mailing address

If your mailing address is different from the residential address, please provide a mailing address. All correspondence will be mailed to this address.

You may use a P.O. Box as a mailing address.

Complete this section only if your mailing address is different from your residential address.

Street address or principal place of business

Apartment or P.O. Box number

City

State

Zip

2
MAY 19 11:42
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STORERS SERVICES INC.

4 Select your funds

To select your funds, take the following steps:

1. Choose from the list of Oppenheimer funds below.
2. Check the class of funds you want to invest in. If no class is checked, Class A shares will be purchased.
3. Show the amount of your initial investment.

The minimum investment is \$1,000 per fund unless you have chosen to buy shares automatically via Asset Builder, in which case you should complete Section 5C on page 5. If you are unable to locate an Oppenheimer fund, verify its name and write it in at the bottom of the list in the category called *Other*. Be sure to select the appropriate share class. Please consult www.oppenheimerfunds.com for the most current list of funds.

Category	Oppenheimer Fund	Class A	Class B	Class C	Initial Investment
Global Equity Funds	Developing Markets Fund	<input type="radio"/> 785	<input type="radio"/> 786	<input type="radio"/> 787	\$
	Global Fund	<input type="radio"/> 330	<input type="radio"/> 331	<input type="radio"/> 332	\$
	Global Opportunities Fund	<input type="radio"/> 215	<input type="radio"/> 216	<input type="radio"/> 217	\$
	International Growth Fund	<input type="radio"/> 825	<input type="radio"/> 826	<input type="radio"/> 827	\$
	International Small Company Fund	<input type="radio"/> 815	<input type="radio"/> 816	<input type="radio"/> 817	\$
	Quest International Value Fund, Inc.	<input type="radio"/> 254	<input type="radio"/> 255	<input type="radio"/> 256	\$
Equity Funds	Capital Appreciation Fund	<input type="radio"/> 320	<input type="radio"/> 321	<input type="radio"/> 322	\$
Stock Funds	Discovery Fund	<input type="radio"/> 500	<input type="radio"/> 501	<input type="radio"/> 502	\$
	Emerging Growth Fund	<input type="radio"/> 721	<input type="radio"/> 722	<input type="radio"/> 723	\$
	Emerging Technologies Fund	<input type="radio"/> 765	<input type="radio"/> 766	<input type="radio"/> 767	\$
	Enterprise Fund	<input type="radio"/> 885	<input type="radio"/> 886	<input type="radio"/> 887	\$
	Growth Fund	<input type="radio"/> 270	<input type="radio"/> 271	<input type="radio"/> 272	\$
	Main Street Fund*	<input type="radio"/> 700	<input type="radio"/> 701	<input type="radio"/> 702	\$
	Main Street Opportunity Fund*	<input type="radio"/> 731	<input type="radio"/> 732	<input type="radio"/> 733	\$
	Main Street Small Cap Fund*	<input type="radio"/> 847	<input type="radio"/> 848	<input type="radio"/> 849	\$
	MidCap Fund	<input type="radio"/> 745	<input type="radio"/> 746	<input type="radio"/> 747	\$
	Quest Capital Value Fund, Inc.	<input type="radio"/> 835	<input type="radio"/> 836	<input type="radio"/> 837	\$
	Quest Value Fund, Inc.	<input type="radio"/> 225	<input type="radio"/> 226	<input type="radio"/> 227	\$
	Small Cap Value Fund	<input type="radio"/> 251	<input type="radio"/> 252	<input type="radio"/> 253	\$
	Value Fund	<input type="radio"/> 375	<input type="radio"/> 376	<input type="radio"/> 377	\$
	Capital Income Fund	<input type="radio"/> 300	<input type="radio"/> 301	<input type="radio"/> 302	\$
	Convertible Securities Fund	<input type="radio"/> 345	<input type="radio"/> 346	<input type="radio"/> 347	\$
Stock & Bond Funds	Disciplined Allocation Fund	<input type="radio"/> 205	<input type="radio"/> 206	<input type="radio"/> 207	\$
	Equity Fund, Inc.	<input type="radio"/> 420	<input type="radio"/> 421	<input type="radio"/> 422	\$
	Multiple Strategies Fund	<input type="radio"/> 240	<input type="radio"/> 241	<input type="radio"/> 242	\$
	Quest Balanced Value Fund	<input type="radio"/> 257	<input type="radio"/> 258	<input type="radio"/> 259	\$
	Quest Opportunity Value Fund	<input type="radio"/> 236	<input type="radio"/> 237	<input type="radio"/> 238	\$
	Specialty Funds	<input type="radio"/> 410	<input type="radio"/> 411	<input type="radio"/> 412	\$
Income Funds	Gold & Special Minerals Fund	<input type="radio"/> 410	<input type="radio"/> 411	<input type="radio"/> 412	\$
	Real Asset Fund*	<input type="radio"/> 735	<input type="radio"/> 736	<input type="radio"/> 737	\$
	Real Estate Fund	<input type="radio"/> 590	<input type="radio"/> 591	<input type="radio"/> 592	\$
Taxable Bond Funds	Bond Fund	<input type="radio"/> 285 ✓	<input type="radio"/> 286	<input type="radio"/> 287	\$
	Champion Income Fund	<input type="radio"/> 190 ✓	<input type="radio"/> 191	<input type="radio"/> 192	\$
	High Yield Fund	<input type="radio"/> 280 ✓	<input type="radio"/> 281	<input type="radio"/> 282	\$
	International Bond Fund	<input type="radio"/> 880 ✓	<input type="radio"/> 881	<input type="radio"/> 882	\$
	Limited-Term Government Fund	<input type="radio"/> 855 ✓	<input type="radio"/> 856	<input type="radio"/> 857	\$
	Senior Floating Rate Fund ¹	—	<input type="radio"/> 292	<input type="radio"/> 293	\$
	Strategic Income Fund	<input type="radio"/> 230 ✓	<input type="radio"/> 231	<input type="radio"/> 232	\$
	Total Return Bond Fund ²	<input type="radio"/> 535 ✓	<input type="radio"/> 536	<input type="radio"/> 537	\$
	U.S. Government Trust	<input type="radio"/> 220 ✓	<input type="radio"/> 221	<input type="radio"/> 222	\$
	Municipal Bond Funds	<input type="radio"/> 360 ✓	<input type="radio"/> 361	<input type="radio"/> 362	\$
Municipal Bond Funds	AMT-Free New York Municipals ³	<input type="radio"/> 360 ✓	<input type="radio"/> 361	<input type="radio"/> 362	\$
	California Municipal Fund ³	<input type="radio"/> 790 ✓	<input type="radio"/> 791	<input type="radio"/> 792	\$
	Limited Term Municipal Fund	<input type="radio"/> 860 ✓	<input type="radio"/> 861	<input type="radio"/> 862	\$
	Municipal Bond Fund	<input type="radio"/> 310 ✓	<input type="radio"/> 311	<input type="radio"/> 312	\$
Rochester Division	New Jersey Municipal Fund ³	<input type="radio"/> 395 ✓	<input type="radio"/> 396	<input type="radio"/> 397	\$
	Limited Term New York Municipal Fund	<input type="radio"/> 355 ✓	<input type="radio"/> 358	<input type="radio"/> 357	\$
	Pennsylvania Municipal Fund ³	<input type="radio"/> 740 ✓	<input type="radio"/> 741	<input type="radio"/> 742	\$
	Rochester Fund Municipals	<input type="radio"/> 365 ✓	<input type="radio"/> 366	<input type="radio"/> 367	\$
	Rochester National Municipals	<input type="radio"/> 795 ✓	<input type="radio"/> 796	<input type="radio"/> 797	\$
Money Market Funds ⁴	Cash Reserves	<input type="radio"/> 760 ✓	<input type="radio"/> 761 ⁵	—	\$
	Money Market Fund, Inc.	<input type="radio"/> 200 ✓	—	—	\$
Other	Fund name:	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	\$
Total					\$ 10,000 -

✓ Checkwriting available.

Please refer to page 8 for recent fund name changes.

1. Class A shares of this Fund are not available for direct purchase. Please refer to your prospectus for certain account limitations.

2. It is important to note that Oppenheimer Total Return Bond Fund is a new fund with limited operating history.

3. Available to investors only in certain states.

4. An investment in money market funds is neither insured nor guaranteed by the U.S. Government and there can be

no assurance that a money market fund will be able to maintain a stable net asset value of \$1.00 per share.

5. Purchases into this fund must be accompanied by the Cash Reserves Class B Asset Builder form for dollar cost averaging. If the form is not included, your request will not be processed.

REDACTED

5 Account options

A. Dividend and capital gains options

Tell us what to do with your dividends and capital gains distributions.

If you're investing in more than one fund, the option you select will apply to all funds.

REDACTED
All dividends and capital gains will be reinvested in the same fund that paid them unless you select alternative options below.

Dividends and short-term capital gains (select one)

- ☒ Reinvest in the same fund that paid them
☐ Pay by check to my mailing address
☐ Deposit electronically to my bank account (please attach a voided check or preprinted deposit slip below)

Long-term capital gains (select one)

- ☒ Reinvest in the same fund that paid them
☐ Pay by check to my mailing address
☐ Deposit electronically to my bank account (please attach a voided check or preprinted deposit slip below)

B. AccountLink

At your request, we can transfer funds to and from your bank account.

If you would like the AccountLink option, attach a voided check or preprinted deposit slip below. Please also see the information on *Bank Account Authorized Signers* on page 6.

C. Asset Builder plan

The Asset Builder plan allows you to buy shares automatically in your OppenheimerFunds accounts.

Such plans do not assure a profit or protect against losses in declining markets.

Here's how Asset Builder works:

- A minimum initial investment of \$500 per fund is required to establish a new Asset Builder account
- The minimum periodic Asset Builder investment per fund is \$50
- The amount of your periodic investment will be withdrawn from your bank account on the 20th of the month unless you indicate a different start date below. The start date you indicate will be used for each periodic withdrawal
- Your bank account will be debited on the start date you selected or the next business day following a weekend or holiday. If you select the 31st day of the month, we'll debit your account on the last business day of the month
- Attach a voided check or preprinted deposit slip for the bank account you wish to debit below. Please also see the information on *Bank Account Authorized Signers* on page 6
- You can set up multiple Asset Builder plans below. However, each Asset Builder must be drafted from the same bank account

Please allow 10 days for us to make the initial Asset Builder debit from your bank account.

If you want to cancel this service, please give us at least 15 days notice in writing or by phone.

Oppenheimer fund or account number—1
\$
Amount of your periodic investment Start date (mm/dd/yyyy)
☐ monthly ☐ quarterly ☐ semiannually ☐ annually
Frequency

Oppenheimer fund or account number—2
\$
Amount of your periodic investment Start date (mm/dd/yyyy)
☐ monthly ☐ quarterly ☐ semiannually ☐ annually
Frequency

Bank Account Information

(For AccountLink, Asset Builder or electronic dividend option)

Indicate account type:

- ☐ Checking ☐ Savings

Tape preprinted, voided check or preprinted deposit slip here. Don't use staples.

You must provide a check or preprinted deposit slip if you are requesting Asset Builder or AccountLink or have asked for any distributions to be paid to your bank account.

Jim A Sample 1-23/456
123 Name Street
Anywhere, USA 12345

Pay to the order of \$ Dollars

Noname Bank USA

For VOID

00001:23456789:0123456789012"

IML INVESTORS SERVICES, INC.
2005 MAY 19 AM 11:42
00000

Bank Account Authorized Signers

(For AccountLink, Asset Builder or electronic dividend option)

Signatures are required only when:

- Your OppenheimerFunds account or accounts and the bank account for which you have attached a voided check or deposit slip do not have the same joint owners. In this case, all owners of the bank account must sign

X

Signature _____

Date (mm/dd/yyyy)

Title (if the account is held by a trust)

X

Signature

Date (mm/dd/yyyy)

Title (if the account is held by a trust)

D. Reduced sales charge on Class A shares

You may be able to reduce the sales charges you pay on Class A shares if you agree to invest a certain amount or if you already own Class A or Class B shares of another Oppenheimer fund.

Letter of Intent

To sign a Letter of Intent, please read the appropriate prospectus for terms and conditions. Please indicate the total amount you intend to invest over the next 13 months:

- ☐ \$25,000 ☐ \$50,000 ☐ \$100,000 ☐ \$250,000 ☐ \$500,000 ☐ \$1,000,000 or more.

Right of Accumulation

If you, your spouse or your minor children already own Class A or Class B shares of another Oppenheimer fund, provide your account numbers in the space below and we'll reduce sales charges for you if you're eligible.

Account numbers

E. Checkwriting

Checkwriting is available on Class A shares of the Income Funds and Money Market Funds listed on page 4 with a check mark (✓). Please allow 30 days for the delivery of your checks.

Please indicate below if you want checkwriting. You can write checks for a minimum of \$500.

- ☐ Checkwriting for fund:

Fund name

Joint account owners

- ☐ Indicate if only one joint owner's signature is required on checks.
(We require all joint owners signatures unless this option is selected.)

Trust accounts, corporations or other entities

Only one signature is required unless you indicate otherwise.

- ☐ Indicate number of signers: _____

F. Telephone and Internet transaction privileges

Please indicate if you do not want telephone and Internet privileges.

Both you and your financial advisor can redeem or exchange shares by phone and Internet. This authorization will remain in effect until OppenheimerFunds receives written instructions to change it. The instructions must be signed by all shareholders and we must have a reasonable time to act on them.

- ☐ I do not want to have telephone and Internet transaction privileges myself
- ☐ I do not want my financial advisor to have telephone and Internet transaction privileges

If you don't select one of these options:

- You acknowledge that your account or accounts will be subject to the telephone and Internet exchange and redemption privileges described in the Fund's current prospectus and Statement of Additional Information
- You agree that the fund, its distributor and transfer agent will not be liable for any loss in acting on transaction instructions via telephone or Internet that they reasonably believe to be authentic

**G. Email address
and eDocs DirectSM**

Supply your email address to receive valuable information about registering for our website. You will also learn more about receiving electronic delivery of fund documents.

Please provide your email address below:

Email address

Government regulations require that we send you annual and semiannual reports, prospectuses, prospectus supplements and other fund documents. If you would like to learn more about receiving these documents electronically rather than by U.S. mail, provide your email address above. We'll send you an email about our free electronic delivery service, eDocs DirectSM, telling you how to enroll.

REDACTED

6 Signatures

REDACTED

Please review the following information in this section carefully and sign in Section 6B below.

By signing this form in Section 6B, below, I certify that:

- I am of legal age and capacity and am authorized to purchase shares
- I have read the current prospectus and can request the Statement of Additional Information of each fund that I'm investing in and agree to be bound by their terms and conditions
- I am responsible for reading the prospectus and Statement of Additional Information of any fund into which I exchange
- If I exchange all shares into a new fund, all account options I have chosen on this application will apply
- If other members of my family have shares in the same Oppenheimer fund that I own, I agree that OppenheimerFunds may send a single copy to my household of that fund's updated prospectus, annual report, semiannual report or other information that is required to be delivered. If I wish to receive a separate copy of these materials, I agree to tell OppenheimerFunds by phone, in writing or by email
- I acknowledge that OppenheimerFunds Services will use this document, trust agreement or other similar documents solely for the purpose of verifying the identity of the registered owners as required by federal law. I understand that OppenheimerFunds Services does not assume any responsibility for monitoring, maintaining, interpreting or enforcing any terms or provisions of these documents

My signature also means that I agree to and accept all terms, conditions and features selected throughout this application form.

A. Substitute Form W-9

I certify under penalties of perjury that:



1. The number shown on this application is my correct Taxpayer Identification Number, and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
3. I am a U.S. person or a U.S. resident alien.

You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return.

The Internal Revenue Service does not require your consent to any provision of this document other than the certifications above to avoid backup withholding.

B. Signatures

All owners must sign this application.

<input checked="" type="checkbox"/>		<u>05-18-05</u>	
	Signature	Date (mm/dd/yyyy)	Title (if the account is held by a trust, corporation or other entity)
<input checked="" type="checkbox"/>		<u>05-18-05</u>	
	Signature	Date (mm/dd/yyyy)	Title (if the account is held by a trust, corporation or other entity)
<input checked="" type="checkbox"/>			
	Signature	Date (mm/dd/yyyy)	Title (if the account is held by a trust, corporation or other entity)
<input checked="" type="checkbox"/>			
	Signature	Date (mm/dd/yyyy)	Title (if the account is held by a trust, corporation or other entity)

Please review the important information on page 8.



AO0000.020.0703

MAY 19 AM 11:42
 RECEIVED
 INVESTORS SERVICES

Before mailing your application, please check the following:

- ☐ Did you provide the name, residential address, date of birth and Social Security Number or Tax Identification Number for everyone listed on the account in Section 2?
- ☐ In Section 4, did you check the class of shares—A, B or C—for the fund or funds you want to invest in and show the amount of your investment in each fund?
- ☐ Did you provide your email address in Section 5 so we can email you information about eDocs DirectSM and the electronic delivery of fund documents?
- ☐ Did you include additional signatures for your bank account in Section 5, if applicable?
- ☐ If any options selected require bank information, did you attach a preprinted voided check for your checking account or a preprinted deposit slip for your savings account?
- ☐ Did you remember to enclose your check made payable to OppenheimerFunds Distributor, Inc.?
- ☐ Did you provide all required signatures in Section 6?

Recent fund name changes

- Oppenheimer Global Growth & Income Fund was renamed Oppenheimer Global Opportunities Fund on 6/1/03
- Oppenheimer Quest Global Value Fund, Inc.SM was renamed Oppenheimer Quest International Value Fund, Inc.SM on 8/29/03
- Oppenheimer Main Street Growth & Income Fund^{*} was renamed Oppenheimer Main Street Fund^{*} on 4/30/03
- Oppenheimer Total Return Fund, Inc. was renamed Oppenheimer Equity Fund, Inc. on 8/29/03